

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262
THIS DOCUMENT RELATES TO:	Master File No. 1:11-md-2262-NRB ECF Case ORAL ARGUMENT REQUESTED
<i>Bay Area Toll Auth. v. Bank of Am. Corp., et al.</i>	No. 14-cv-3094
<i>City of Hous. v. Bank of Am. Corp., et al.</i>	No. 13-cv-5616
<i>City of Phila. v. Bank of Am. Corp., et al.</i>	No. 13-cv-6020
<i>City of Richmond v. Bank of Am. Corp., et al.</i>	No. 13-cv-0627
<i>City of Riverside, et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-0597
<i>Cnty. of Mendocino v. Bank of Am. Corp., et al.</i>	No. 13-cv-8644
<i>Cnty. of Sacramento v. Bank of Am. Corp., et al.</i>	No. 13-cv-5569
<i>Cnty. of San Diego v. Bank of Am. Corp., et al.</i>	No. 13-cv-0667
<i>Cnty. of San Mateo v. Bank of Am. Corp., et al.</i>	No. 13-cv-0625
<i>Cnty. of Sonoma v. Bank of Am. Corp., et al.</i>	No. 13-cv-5187
<i>Darby Fin. Prods., et al. v. Barclays Bank PLC, et al.</i>	No. 13-cv-8799
<i>E. Bay Mun. Util. Dist. v. Bank of Am. Corp., et al.</i>	No. 13-cv-0626
<i>Fed. Deposit Ins. Corp., et al. v. Bank of Am. Corp., et al.</i>	No. 14-cv-1757
<i>Fed. Home Loan Mortg. Corp. v. Bank of Am. Corp., et al.</i>	No. 13-cv-3952
<i>Fed. Nat'l Mortg. Ass'n v. Barclays Bank PLC, et al.</i>	No. 13-cv-7720
<i>Maragos v. Bank of Am. Corp., et al.</i>	No. 13-cv-2297
<i>Nat'l Credit Union Admin. Bd. v. Credit Suisse Grp. AG, et al.</i>	No. 13-cv-7394
<i>Principal Fin. Grp., Inc., et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-6014
<i>Principal Funds, Inc., et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-6013
<i>Prudential Inv. Portfolios 2 v. Bank of Am. Corp., et al.</i>	No. 14-cv-4189
<i>Salix Capital US Inc. v. Banc of Am. Sec. LLC, et al.</i>	No. 13-cv-4018
<i>San Diego Ass'n of Gov'ts v. Bank of Am. Corp., et al.</i>	No. 13-cv-5221
<i>The Charles Schwab Corp., et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-7005
<i>The Regents of the Univ. of Cal. v. Bank of Am. Corp., et al.</i>	No. 13-cv-5186
<i>Triaxx Prime CDO 2006-1 Ltd., et al. v. Bank of Am. Corp., et al.</i>	No. 14-cv-0146

**DECLARATION OF PATRICK GONSALVES IN
SUPPORT OF BARCLAYS BANK PLC'S MOTION TO DISMISS
CERTAIN DIRECT ACTIONS FOR LACK OF PERSONAL JURISDICTION**

I, Patrick Gonsalves, declare under penalty of perjury as follows:

1. I am Joint Company Secretary for Barclays Bank PLC ("BBPLC") in London, England.

2. I submit this declaration in support of BBPLC's Motion to Dismiss for Lack of Personal Jurisdiction in the above-captioned actions. The facts stated herein are true and correct to the best of my knowledge, based on records maintained by BBPLC in the ordinary course of business.

3. Except where otherwise indicated, all statements apply to the period from January 1, 2013 through November 5, 2014, and describe the operations of only BBPLC, not any separately incorporated and distinct subsidiary entities.

4. BBPLC is a financial institution organized under the laws of England and Wales.

5. BBPLC's registered office and headquarters are located at 1 Churchill Place in London, England.

6. BBPLC is primarily a British bank with extensive business operations throughout the United Kingdom. BBPLC has 36 branches located outside of the U.K., three of which are located in the U.S.

BBPLC's U.S. Operations

7. BBPLC is registered as a financial holding company with the Federal Reserve Bank of New York pursuant to the Bank Holding Company Act of 1956, 12 U.S.C. § 1841 *et seq.*

8. Three of BBPLC's 36 worldwide branches located outside of the U.K. are in the U.S. BBPLC has two branches located in New York, New York and a third in Miami, Florida.

9. BBPLC has Representative Offices located in Wilmington, Delaware, New York, New York, and Washington, D.C. It has no other Representative Offices in the U.S. These Representative Offices do not generate any revenue for BBPLC and engage in only limited activity, such as acting as a liaison with clients located in the U.S., collecting information about the U.S. economy, and providing information about BBPLC to U.S. investors.

10. BBPLC sponsors Level 1 American Depositary Receipts within the United States.

11. BBPLC owns no real estate in the U.S.

12. BBPLC holds three leases for real property in the U.S., one at 200 Park Avenue, New York, New York, one at 27-01 Queens Plaza North, Long Island City, New York, and one at 1111 Brickell Avenue, Miami, Florida.

13. In 2013, BBPLC's U.S. branches generated \$1.69 billion in revenue, which accounted for approximately 5% of BBPLC's \$33.65 billion worldwide revenue in 2013.

14. By way of comparison, in 2013, BBPLC's U.K. operations generated \$26.67 billion in revenue, which accounted for approximately 79.3% of BBPLC's \$33.65 billion worldwide revenue in 2013.

15. As of December 31, 2012, less than 500, or 0.8%, of BBPLC's approximately 55,750 full-time permanent, temporary and graduate payroll employees worldwide were located in the U.S.

16. No U.S. branch or office of BBPLC has ever been responsible for the determination or submission of rates to the British Bankers' Association in the U.K. for use in the calculation of U.S. Dollar LIBOR. BBPLC's U.S. Dollar LIBOR submissions are determined by employees in London and transmitted from London.

BBPLC's California Operations

17. BBPLC has no branches or other offices in California.
18. BBPLC owns no real estate and holds no leases for real property in California.
19. BBPLC is not registered with the California Secretary of State or California Department of Financial Institutions.
20. As of December 31, 2012, four of BBPLC's approximately 55,750 full-time permanent, temporary and graduate payroll employees worldwide were located in California.

BBPLC Has No Operations in Iowa

21. BBPLC has no branches or other offices in Iowa.
22. BBPLC owns no real estate and holds no leases for real property in Iowa.
23. BBPLC is not registered with the Iowa Secretary of State or the Iowa Division of Banking.
24. BBPLC has filed a notification with the Iowa Attorney General pursuant to the Iowa Consumer Credit Code.
25. BBPLC pays no corporate state income taxes in Iowa.
26. BBPLC has no employees located in Iowa.

BBPLC Has No Operations in Kansas

27. BBPLC has no branches or other offices in Kansas.
28. BBPLC owns no real estate and holds no leases for real property in Kansas.
29. BBPLC is not registered with the Kansas Secretary of State or Kansas Office of the State Bank Commissioner.
30. BBPLC pays no corporate state income taxes in Kansas.
31. BBPLC has no employees located in Kansas.

BBPLC's New Jersey Operations

- 32. BBPLC has no branches or other offices in New Jersey.
- 33. BBPLC owns no real estate and holds no leases for real property in New Jersey.
- 34. BBPLC is registered as a foreign profit corporation with the New Jersey Secretary of State. BBPLC is not registered with the New Jersey Department of Banking and Insurance.
- 35. BBPLC has no employees located in New Jersey.

BBPLC's New York Operations

- 36. Two of BBPLC's 36 branches worldwide are located in New York.
- 37. BBPLC owns no real estate in New York.
- 38. BBPLC holds two leases for real property in New York, one at 200 Park Avenue, New York, New York, and the other at 27-01 Queens Plaza North, Long Island City, New York.
- 39. BBPLC is registered as a Foreign Bank Branch and as an Exempt Mortgage Loan Servicer with the New York Department of Financial Services.
- 40. BBPLC holds a Debt Collector Agency license issued by the New York City Department of Consumer Affairs.
- 41. As of December 31, 2012, approximately 450, or 0.8%, of BBPLC's 55,750 full-time permanent, temporary and graduate payroll employees worldwide were located in New York.

BBPLC's Pennsylvania Operations

- 42. BBPLC has no branches or other offices in Pennsylvania.
- 43. BBPLC owns no real estate and holds no leases for real property in Pennsylvania.

44. BBPLC holds a license issued by the Pennsylvania Department of Banking Services to conduct business as a Sales Finance Company, but does not conduct business pursuant to that license.

45. BBPLC has no employees located in Pennsylvania.

BBPLC's Texas Operations

46. BBPLC has no branches or other offices in Texas.

47. BBPLC owns no real estate and holds no leases for real property in Texas.

48. BBPLC is registered to do business with the Texas Secretary of State and holds a Regulated Lender License issued by the Texas Consumer Credit Commissioner.

49. BBPLC has no employees located in Texas.

BBPLC Has No Operations in Virginia

50. BBPLC has no branches or other offices in Virginia.

51. BBPLC owns no real estate and holds no leases for real property in Virginia.

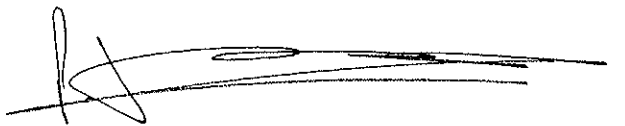
52. BBPLC is not registered with the Virginia State Corporation Commission ("VSCC") or VSCC's Bureau of Financial Institutions.

53. In 2013, BBPLC filed a tax return in Virginia, but paid no corporate state income tax.

54. BBPLC has no employees located in Virginia.

55. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief, based on records maintained by BBPLC in the ordinary course of business.

Executed in London, England on November 5, 2014.

A handwritten signature in black ink, consisting of a stylized 'P' followed by a series of loops and a long horizontal stroke.

Patrick Gonsalves